

09-18-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
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To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies): FINANCE SECTION
Incyte Pharmaceuticals, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
 Additional name of conveying party(ies) attached? Yes No
 3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: June 5, 2000

2. Name and address of receiving party(ies)
 Name: Incyte Genomice, Inc.
 Address: 3160 Porter Drive
Palo Alto, CA 94304
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 Additional numbers attached? Yes No

B. Trademark Registration Nos.:
2,029,128
2,074,314 2,031,993
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:
 Name: Elizabeth Moreno McArthur, Esq.
Sanders & Dempsey L.L.P.
 Address: One Maritime Plaza Suite 300
 City: San Francisco State: CA Zip: 94111

6. Total number of applications and registrations involved: 3
 7. Total fee (37 CFR 3.41) \$ 70.00
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
07-1850

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.
Elizabeth Moreno McArthur, Esq. [Signature] September 10, 2002
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 4
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

09/17/2002 LINDLER 0000119 071850
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CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
INCYTE PHARMACEUTICALS, INC.

It is hereby certified that:

1. The name of the corporation (hereinafter called the "Corporation") is Incyte Pharmaceuticals, Inc.

2. The Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article I and Article IV Section A thereof and by substituting in lieu of said Article I and Article IV Section A the following new Article I and Article IV Section A:

"ARTICLE I

The name of the corporation is Incyte Genomics, Inc."

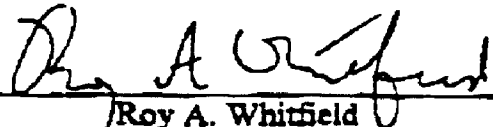
"ARTICLE IV

A. Classes of Stock. The total number of shares of all classes of capital stock which the corporation shall have authority to issue is two hundred five million (205,000,000), of which two hundred million (200,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Common Stock (the "Common Stock") and five million (5,000,000) shares of the par value of one-tenth of one cent (\$.001) each shall be Preferred Stock (the "Preferred Stock"). The number of authorized shares of Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the then outstanding shares of Common Stock, without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such Preferred Stock holders is required pursuant to the provisions established by the Board of Directors of this Corporation (the "Board of Directors") in the resolution or resolutions providing for the issue of such Preferred Stock, and if such holders of such Preferred Stock are so entitled to vote thereon, then, except as may otherwise be set forth in this Restated Certificate of Incorporation, the only stockholder approval required shall be the affirmative vote of a majority of the combined voting power of the Common Stock and the Preferred Stock so entitled to vote."

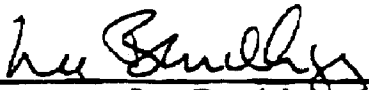
3. This Certificate of Amendment of Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation.

4. This Certificate of Amendment of Restated Certificate of Incorporation was duly adopted by the stockholders in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Incyte Pharmaceuticals, Inc. has caused this certificate to be signed by its Chief Executive Officer and Secretary this 5th day of June, 2000.

By: 
Roy A. Whitfield
Chief Executive Officer

Attest:

By: 
Lee Bendekegy
Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INCYTE PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001287319

AUTHENTICATION: 0481632

DATE: 06-07-00

TRADEMARK

RECORDED: 09/10/2002

REEL: 002583 FRAME: 0665